

Foundation to Promote Open Society



George Soros
CHAIRMAN

Christopher Stone
PRESIDENT

March 10, 2014

Victor Ursu
Executive Director
Soros Foundation - Moldova
Bulgara str. 32.
Chisinau 277001
Moldova

Re: Grant Number OR2014-12368

Dear Victor Ursu:

The Foundation to Promote Open Society ("FPOS") is pleased to inform you that it has awarded Soros Foundation - Moldova (the "Grantee") a grant in the amount of up to USD 1,826,192.00 for the period from January 1, 2014 through December 31, 2014 to fund your charitable operations.

Upon receipt of a countersigned copy of this agreement, and provided any outstanding reporting requirements resulting from this or previous FPOS grants have been satisfied, and a representative of the Grantee has registered with FPOS's online Foundation Connect system, FPOS will pay the grant in installments as requested.

The Grantee has been determined to be the equivalent of an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not a private foundation or supporting organization as defined in Section 509 of the Code. By signing this agreement, the Grantee represents and warrants that there have been no changes in the facts contained in your Equivalency Determination Affidavit and agrees to give FPOS immediate written notice should any of these facts change. FPOS is making this grant on the basis of these representations.

In addition, the Grantee agrees:

1. to use these funds solely for religious, charitable, scientific, literary or educational purposes as defined by Section 170(c)(2)(B) of the Code;
2. to maintain adequate financial records consistent with generally accepted accounting practices and to retain such records for at least four years after the conclusion of the grant period;
3. to send FPOS an annual report detailing the Grantee's activities and finances for each whole or partial calendar year in the grant period;
4. to allow FPOS to conduct site visits to observe, review, and discuss the Grantee's operations; and
5. to allow FPOS, at its discretion, to publish information regarding this grant and the Grantee.

If the Grantee fails to use the grant funds for the stated purpose of the grant or if the Grantee fails to provide FPOS with a full accounting and description of how it spent the grant funds, and the Grantee does

not cure such failure upon FPOS's demand, FPOS will immediately stop funding the Grantee and may be prohibited by law from awarding the Grantee any additional grants in the future.

Beyond the rights and obligations specifically stated in this letter, FPOS disclaims any legal right to control or otherwise influence the Grantee's use of any funds provided pursuant to this agreement. Furthermore, it is expressly understood that by making this grant FPOS has no obligation to provide additional funding to the Grantee.

This is the entire agreement between the Grantee and FPOS concerning this grant and may be modified and waived only by a written agreement between the Grantee and FPOS. The Grantee acknowledges that it is not relying on any representation of FPOS, except as set forth in this agreement, and that no representations FPOS may have made in the past survive.

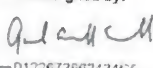
This agreement is made subject, at all times, to FPOS's compliance with all applicable laws and regulations, which may impact grant processing and payments.

The Grantee should direct communications and reports to Dana Geraghty at dana.geraghty@opensocietyfoundations.org. Reports may also be submitted online at www.opensocietyfoundations.org/grants/manage.

Please sign below and return an executed copy of this letter to Eric Rosenheim-Patton at eric.rosenheim-patton@opensocietyfoundations.org.

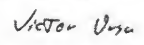
On behalf of FPOS, I extend my best wishes for your organization's success.

Sincerely,

DocuSigned by:

0122673662434C5...

Gail Aidinoff Scovell
Secretary

Agreed to and accepted on behalf of Soros Foundation - Moldova:

DocuSigned by:

BD6B23BC92D54A8

Signed: _____
Victor Ursu, Executive Director

Date: 3/11/2014